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KURT ANDREW SIMPSON
A PROFESSIONAL ASSOCIATION.
ATTORNEYS AT LAW

March 27, 2002

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*****43.75 *****43.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Gentlemen:

I am enclosing herewith an original and one (1) copy of the Articles of Dissolution of **GAME CAVE, INC.** Also, enclosed is my firm's check in the amount of \$43.75 representing the filing fee for the Articles of Dissolution and the return of a certified copy for our records.

Thanking you for your every assistance in this matter I am,

Sincerely yours,

KURT ANDREW SIMPSON,
A Professional Association

Kurt Andrew Simpson / kas
KURT ANDREW SIMPSON

KAS/kas
Enclosures

** Signed in attorney's absence to expedite.

FILED
02 MAR 28 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

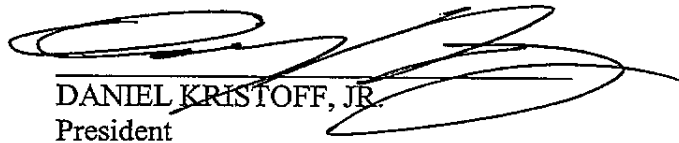
**ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403,
OF THE FLORIDA GENERAL BUSINESS CORPORATION ACT
OF GAME CAVE, INC.**

Pursuant to Section 607.1403, Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

1. The name of the Corporation is GAME CAVE, INC. The principal place of business of said Corporation is 24430 Marsh Landing Parkway, Ponte Vedra Beach, Florida 32082.
2. The date dissolution of said Corporation was authorized was December 14, 2001.
3. The dissolution of said Corporation was approved by the Shareholders. The number of votes cast for dissolution was sufficient for approval.

The number of votes cast for dissolution was sufficient for approval by all Shareholders.

Signed this 14th day of December, 2001.


DANIEL KRISTOFF, JR.
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA